

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE:

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Jointly Administered

Case No. 05-44481 (RDD)

**RESPONSE OF MURATA ELECTRONICS NORTH AMERICA,
INC. TO DEBTORS' THIRTEENTH OMNIBUS CLAIMS OBJECTION**

Murata Electronics North America, Inc. ("Murata"), through its undersigned counsel, hereby files this response to Debtors' Thirteenth Omnibus Claims Objection (Substantive) (the "Thirteenth Omnibus Claims Objection") and states as follows:

1. Delphi Corporation and its related entities (collectively, the "Debtors") commenced their bankruptcy cases under Chapter 11 of title 11, United States Code (the "Bankruptcy Code") on October 8 and 14, 2005 (the "Filing Dates"). No trustee or examiner has been appointed in these cases, and the Debtors remain in possession.

2. On or about July 26, 2006, Murata timely filed a proof of claim in In re Delphi Automotive Systems, LLC (Case No. 05-44640) ("Claim No. 11053"). In Claim No. 11053, Murata asserted a claim for amounts owing to Murata for goods and services provided to Delphi Automotive Systems, LLC prior to October 8, 2005. Claim No. 11053 is asserted as a secured claim of \$33,926.12 (reflecting a right of setoff), an administrative claim of \$111,941.07 and a general unsecured claim of \$3,579,343.86, for a total of \$3,725,211.05.

3. Since the filing of Claim No. 11053, Murata has approached the Debtors about exercising the right of setoff underlying Murata's asserted secured claim pursuant to the terms of the Final DIP Order in this case (and later the Refinancing DIP Order). The Debtors and Murata subsequently reached agreement that such setoff should be permitted in full, and the Official

Committee of Unsecured Creditors has consented to same. The Debtors also agreed to a separate minor amendment to the unsecured claim portion of Claim No. 11053.

4. On or about April 27, 2007, Debtors filed their Thirteenth Omnibus Claims Objection. In the Thirteenth Omnibus Claims Objection, Debtors object to Claim No. 11053 and request that Claim No. 11053 be modified as follows :

- a. The total amount of such claim should be modified from \$3,725,211.05 to **\$3,717,844.93;**
- b. Claim No. 11053 should be modified by eliminating the secured claim, keeping the administrative claim of \$111,941.07 and modifying the unsecured claim to \$3,605,903.86.

Thirteenth Objection at Exhibit E-3, p. 19.

5. The changes proposed in the Thirteenth Omnibus Claim Objection appear to reflect the agreement between the Debtors and Murata relative to Claim No. 11053. However, because the Thirteenth Omnibus Claims Objection does not explain the basis for the elimination of the secured claim, Murata files this Response in an abundance of caution. If the secured claim is being eliminated because of the consensual agreement between Murata and the Debtors to permit Murata to exercise its right of setoff, then such elimination is appropriate, and the remainder of the claim figures are accurate. If the elimination of the secured claim expresses a different intention regarding the treatment of the secured claim, then Murata objects to same.

WHEREFORE, Murata requests that this Court enter an order denying the relief requested in the Thirteenth Omnibus Claims Objection relative to Claim No. 11053 unless same reflects accurately the agreement of Murata and the Debtors regarding the amount and treatment of Claim No. 11053.

Dated: May 23, 2007

SEYFARTH SHAW LLP

/s/ Robert W. Dremluk

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CERTIFICATE OF SERVICE

I, Robert W. Dremluk, hereby certify that pursuant to the Claims Objection Procedure Order and General Order M-242 (as amended), MURATA ELECTRONICS NORTH AMERICA, INC.'S RESPONSE TO DEBTORS' THIRTEENTH OMNIBUS CLAIMS OBJECTION was electronically filed using the Court's CM/ECF filing system, and that a true and correct copy of the same was served by overnight mail to the parties identified below, on this 23rd day of May, 2007.

Delphi Corp.
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Counsel for Debtors

-and-

The Honorable Robert D. Drain
United States Bankruptcy Judge
U.S. Bankruptcy Court for the Southern District of New York
One Bowling Green
Room 610
New York, NY 10004

/s/ Robert W. Dremluk

Robert W. Dremluk

Dated: May 23, 2007.